

VELLA KIMBERLY D
Form 4
February 10, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VELLA KIMBERLY D

2. Issuer Name and Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/ [TSCO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
200 POWELL PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Human Resources

BRENTWOOD, TN 37027

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	02/08/2010		M	4,500 (1) A 50.6 (2)	5,430	D	
Common stock	02/08/2010		F	1,191 (3) D 50.6 (2)	4,239	D	
Common stock					2,528	I	Stock Purchase Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock options	\$ 8.9075					01/24/2005	01/24/2012	Common stock	3,334
Employee stock options	\$ 19.64					01/23/2005	01/23/2013	Common stock	3,333 ⁽⁴⁾
Employee stock options	\$ 19.64					01/23/2006	01/23/2013	Common stock	305
Employee stock options	\$ 42.65					01/22/2005	01/22/2014	Common stock	2,500
Employee stock options	\$ 42.65					01/22/2006	01/22/2014	Common stock	2,500
Employee stock options	\$ 42.65					01/22/2007	01/22/2014	Common stock	2,500
Employee stock options	\$ 36.395					02/02/2007	02/02/2015	Common stock	1,875
Employee stock options	\$ 36.395					02/02/2008	02/02/2015	Common stock	1,875
Employee stock	\$ 36.395					02/02/2009	02/02/2015	Common stock	1,875

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options											
Employee stock options	\$ 36.395					02/02/2010	02/02/2015	Common stock		1,875	
Employee stock options	\$ 61.27					02/09/2007	02/09/2016	Common stock		3,333 ⁽⁴⁾	
Employee stock options	\$ 61.27					02/09/2008	02/09/2016	Common stock		3,333 ⁽⁴⁾	
Employee stock options	\$ 61.27					02/09/2009	02/09/2016	Common stock		3,334 ⁽⁴⁾	
Employee stock options	\$ 46.165					02/07/2008	02/07/2017	Common stock		5,000	
Employee stock options	\$ 46.165					02/07/2009	02/07/2017	Common stock		5,000	
Employee stock options	\$ 46.165					02/07/2010	02/07/2017	Common stock		5,000	
Restricted stock units ⁽⁵⁾	\$ 50.6 ⁽²⁾	02/08/2010		M	4,500	02/07/2010	⁽⁶⁾	Common stock		4,500	
Employee stock options	\$ 38.45					02/06/2009	02/06/2018	Common stock		6,882	
Employee stock options	\$ 38.45					02/06/2010	02/06/2018	Common stock		6,882	
Employee stock options	\$ 38.45					02/06/2011	02/06/2018	Common stock		6,882	
Restricted stock units ⁽⁷⁾	\$ 38.45					02/06/2011	⁽⁶⁾	Common stock		5,235	
Employee stock options	\$ 34.355					02/04/2010	02/04/2019	Common stock		5,455 ⁽⁴⁾	
Employee stock options	\$ 34.355					02/04/2011	02/04/2019	Common stock		5,456 ⁽⁴⁾	

Employee stock options	\$ 34.355	02/04/2012	02/04/2019	Common stock	5,456 ⁽⁴⁾
Restricted stock units ⁽⁷⁾	\$ 34.355	02/04/2012 ⁽⁶⁾	⁽⁶⁾	Common stock	7,207
Employee stock options	\$ 52.415	02/03/2011	02/03/2020	Common stock	4,113
Employee stock options	\$ 52.415	02/03/2012	02/03/2020	Common stock	4,113
Employee stock options	\$ 52.415	02/03/2013	02/03/2020	Common stock	4,114
Restricted stock units ⁽⁷⁾	\$ 52.415	02/03/2013	⁽⁶⁾	Common stock	3,446

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VELLA KIMBERLY D 200 POWELL PLACE BRENTWOOD, TN 37027			SVP - Human Resources	

Signatures

Kimberly D. Vella by: /s/ Kurt D. Barton, as Attorney-in-fact 02/10/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents vesting of restricted stock units granted to reporting person which are convertible to shares of common stock.
- (2) Represents the market price at the date of issuance.

The reporting person received a grant of 4,500 restricted stock units on February 7, 2007 pursuant to the Tractor Supply Company 2006 Stock Incentive Plan. 1,191 shares were withheld to satisfy tax withholding liabilities incident to the lapse of vesting restrictions on the restricted stock units on February 8, 2010.

- (4) Fractional shares are rounded to the nearest whole number

In accordance with the grant agreement, the restricted stock units vest on the third anniversary of the date of grant. At the time of grant, the units were reported on Table II as an acquisition of units. This transaction represents the vesting of those restricted stock units that were awarded on February 7, 2007 and the conversion to shares of common stock which are reflected on Table I.

- (6) The restricted stock units vest at the end of the third anniversary of the date of grant.

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(7) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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